



BYLAWS

OF: VUE NATIONAL ASSOCIATION, INC



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ARTICLE 1: CORPORATION

SECTION 1:1 CORPORATE NAME

The name of the corporation shall be Vue National Association, Inc., and its abbreviation shall be VNA. (the “Association”).

SECTION 1:2 PRINCIPAL OFFICES

The principal office for the Association will be at such place as the Board of Directors, from time to time, shall determine. If otherwise not determined, it shall be in the County of Adams, State of Colorado (the “Principal Office”).

SECTION 1:3 PURPOSES

The Association is organized to create economic opportunities, maintain cultural identities, promote educational aspirations and foster family values for the Vue families in the United State of America. It is also organized exclusively for charitable, educational, religious, family and cultural values, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

SECTION 1:4 VISION

To be the self-sufficient premier provider of a comprehensive family education and support service to family members.

SECTION 1:5 MISSION STATEMENT

The mission of Vue National Association, Inc. is to improve the quality of life, enhance educational, economical, social development and family values.

SECTION 1:6 CHAPTERS

Chapters of the Association may be established, chartered, altered or abolished in accordance with the policies established by the Board of Directors. The management and operation of the Chapters must be consistent with the nature of the Association. The purposes and policies of each Chapter shall conform to and be consistent with the Association’s purposes and policies. Notwithstanding the foregoing, each Chapter established pursuant to these bylaws shall be deemed to be a separate legal entity and no responsibilities or liabilities of any Chapter shall be imputed to the Association.

ARTICLE 2: MEMBERSHIP

SECTION 2:1 ELIGIBILITY

Membership in the Association shall be open to all Vue family members and all members of the local Chapters. Membership pertains to a ‘Vue’ individual by birth, marriage, or adoption.

SECTION 2:2 MEMBERSHIP DUES

The Board of Directors shall approve the membership dues of the Association and required due date for the payment of such dues.

ARTICLE 3: BOARD OF DIRECTORS

SECTION 3:1 GENERAL POWERS

All business and matters of the Association shall be managed under the direction of the Board of Directors (the "Board"), subject to the limitations of the laws of the State in which the Principle Office resides, the Articles of Incorporation and these Bylaws, and in accordance with the principles and policies of the Association. The Board of Directors shall have full authority to carry out the functions of directors authorized by these Bylaws and its state's Non-Profit Corporation Act.

SECTION 3:2 QUALIFICATIONS OF BOARD OF DIRECTORS

A board candidate for membership on the Board of Directors shall at a minimum:

(a) be a member in good standing status; (b) be at least 21 years of age, (c) have served in the community and professional organizations, (d) be a neutral person, and (e) a college degree is preferred; however not-required.

A current Chapter president or vice-president shall not serve in a dual capacity of the Association.

SECTION 3:3 DUTIES OF BOARD OF DIRECTORS

It shall be the duty of the Board of Directors to carry out the vision and mission of the Association and may exercise all powers of the Association.

Board duties - (See Board Roles and Responsibilities document)

SECTION 3:4 COMPOSITION OF BOARD OF DIRECTORS

The Board of Directors shall be composed of not less than nine (9) and no more than twenty-five (25) voting members and must at least have 3 female, or 3 male members. The number of Board of Directors composing the Board may be reduced from time to time by a resolution of the Board by a vote of a majority.

SECTION 3:5 COMPENSATION

No Board members shall receive any compensation for their service as Board of Directors for the Association, but may be reimbursed for expenses incurred on behalf of the Association.

SECTION 3:6 REMOVAL OF DIRECTORS

A Board Director may be removed by a two-thirds (2/3) vote of the Board of Directors at a regular meeting, special meeting or teleconference for which the notice thereof shall specify such purpose.

SECTION 3:7 VACANCIES

Any vacancy occurring on the Board of Directors by reason of resignation, incapacity, or death shall be filled by action of the remaining Board of Directors. The term of the Board Director filling the vacancy shall be for the unexpired term of the Board Director being replaced.

SECTION 3:8 TERM AND LIMITS OF OFFICE

All Board members shall begin with a staggered term of four (4) year term, based on groupings to be determined by the Board of Directors. The term of a Board members

elected at the annual meeting shall commence effective the following board meeting. The term of a Board member filling a vacancy expires at the end of the unexpired term which the director is filling.

No Board of Director shall serve for more than three (3) consecutive terms. A Board of Director that previously met his/her term limit may return to the Board through the standard selection process after taking a minimum of two (2) fiscal years off the Board.

SECTION 3:9 ACT OF THE BOARD

The Board of Directors shall take action by the affirmative vote of a majority of the Board members with voting rights present and entitled to vote at a duly held meeting.

SECTION 3:10 ACTION WITHOUT MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by written action or consented to by authenticated electronic communication by a majority of the Board members. The written action is effective when signed or consented to by the required number of directors.

ARTICLE 4: OFFICERS

SECTION 4:1 ELIGIBILITY OF BOARD MEMBER ROLE

Eligibility of board member role (President, Vice President, Board of Directors, Advisors) is determined by Membership pertaining to the 'Vue' clan as an individual by birth, marriage, or adoption. Specifically defined as:

- Males whom carry the Vue clan surname by birth or adoption
- Females whom carry the Vue clan surname by birth or adoption (Vue daughters) who's marital status is Single, Divorced, or Widowed.
- Females whom carry the Vue clan surname through marriage (Niam Tsev xeam Vwj)

SECTION 4:2 COMPOSITION OF THE OFFICERS

- The Officers of the Association shall be consistent of; 1) the President, 2) Vice President, 3) Executive Director, 4) Secretary, 5) Treasurer and 6) Public Relations. The President and the Treasurer are elected by the Board of Directors. The past President serves as an ex-officio, non-voting Officer of the Executive Committee.
- The President, Vice President, Secretary and Treasurer are members of the Board and have all voting rights. The rest of the officers are appointed by the President.

SECTION 4:3 TERM OF OFFICE

The term for the President, Vice President, Secretary and the Treasurer shall be four (4) years and not to serve more than three (3) consecutive terms.

SECTION 4:4 TERM BEGINS

The term begins for the President, Vice President, Secretary, Treasurer and the Board of Directors shall begin January 1st.

SECTION 4:5 ELECTION PROCESS

The officers (President and Treasurer) of the Association will be elected every four years by July 31st by the members of the association. If the election of officers is not held at such time, meeting such election will be held thereafter as is convenient. Each officer will hold office until his successor is qualified and has been duly elected.

Announcements should be given to the members no later than January of the election year, and candidates, including candidates from current officers of the Association must submit his/her application to the Election Committee/ Board of Director no later than May 15th of the election year. Applications received after this date will not be qualified as candidacy for the position.

If there are no candidates, the election floor shall nominate one or more candidates. Individuals who have been nominated at the floor shall be given time about five (5) minutes to express his/her own opinions, ideas and visions.

SECTION 4:6 DUTIES AND RESPONSIBILITIES

The President shall preside at all meetings of the Board of Directors and/ or the Executive Committee. The President is charged with leading the Board in development of the vision, mission, policies and goals of the Association. Also, the President is chair of and charged with leading the Board in the oversight of the management's implementation of the programs and actions to reach the mission and goals of the Association.

The President shall have all rights to veto policy decisions of the Board of Directors with that; 1) the veto may not represent a conflict of interest, 2) personal gain for the President, 3) the President shall not veto the result of an election and 4) in the case of #3, the President's veto may be overridden by a two-thirds (2/3) of the Board of Directors' vote.

(See detailed President Role and Responsibilities document)

The Vice President shall be responsible for the overall development of the Association. In the absence of the President, the Vice President shall preside at appropriate meetings. Should the President unable to perform duties, resigned and/or removed from the office prior to the completion of the term, the Vice President shall resume the office of President and with the concurrence of a majority of the full Board, appoint a new Vice President.

Executive Director shall be appointed by the president and responsible for the overall operation of the Association; including Policy and Programs, and be charged with the select strategic programs at the commencement of each fiscal year depending on the needs of the Association or based on the recommendation of the Board of Directors. Executive Director may also, oversee the elections for Officers and Executive Committee members. The Chief Executive Officer shall preside at appropriate meetings, in the absence of the President and the Vice President.

(See detailed Role and Responsibilities document)

Secretary shall be responsible for overseeing the recording of the proceeding of meetings of the Board of Directors and Executive Committee. The Secretary shall

maintain the corporate records and seal of the Association. The Secretary shall be responsible for election meetings, count the ballots cast at the meetings. The Secretary shall preside at appropriate meetings in the absence of the President, Vice President, Chief Executive Officer.

Treasurer shall lead the development and oversight of the financial policies of the Association. The Treasurer shall be responsible for the overall financial for the Association and prepares reports for Board meetings. The Treasurer shall preside at appropriate meetings in the absence of the President, Vice President, Chief Executive Officer and Secretary.

(See detailed of Treasurer's Role and Responsibilities document)

ARTICLE 5: COMMITTEES

SECTION 5:1 COMMITTEES

The Board of Directors are responsible to form committees fully as needed by the Association. These committees shall be standing "Standing Committee" or "Ad Hoc Committee", as determined by the Board of Directors. The functions, responsibilities and accountability of each Standing Committee are detailed in the Association's Handbook and Procedure Manual.

Each Committee has a Committee Chair that has autonomy to select members to their committee that they deem qualified, and is head of the Committee.

The Committees do not and shall not have the authority to take any actions outside the scope of its authorization on behalf of the Association.

SECTION 5:2 STANDING COMMITTEES

A Standing Committee is a committee that works through the year and has long-term requirements.

Standing Committees will consist of the following Committees:

1. Executive Committee
2. Fundraising Committee
3. Finance Committee
4. Nominating Committee
5. Audit Committee
6. Advisory Committee

SECTION 5:3 ADVISORY COMMITTEE

The Advisors shall be appointed by the President. Members of the Advisory shall consist of five (3) members minimum and seven (5) members maximum. There shall be no specific period of time limit on the tenure of the Advisory Committee. These individuals shall serve to the Officers as needed and may be called to participate in meetings and other projects.

SECTION 5:4 AD-HOC COMMITTEES

The Ad-hoc Committee is charged with a project that has a specific time frame that must address from time to time, and hand-off that is measurable. The Election Committee is

an example of the Ad-Hoc Committee, which is appointed by the Board of Directors for the purposes of the election or other critical topics.

SECTION 5:5 EXECUTIVE COMMITTEE

The Executive Committee shall consist of but not limited to (1) the President, (2) Vice President, (3) Executive Director (4) Secretary and (5) Treasurer. Other members may be included as deem appropriated and determined by the Executive Committee.

This committee is created to carry-on the everyday tasks and is the Committee's first line of defense. The Executive Committee shall oversee projects, planning, sub-committee, and implementing all action plans.

ARTICLE 6: RESIGNATION

Any Officer, Board Director, Committee Chair and Staff may resign at any time by giving written notice to his/her supervisor or Secretary of the Association. Any such resignation shall take affect at the time specific therein and if no effective date is specified, such resignation shall take place immediately. The acceptance of such resignation shall not be necessary to make it effective.

ARTICLE 7: MEETINGS

SECTION 7:1 REGULAR MEETING

Regular meetings shall be scheduled by the Board of Directors or by the executive committee. There shall be regular monthly meetings.

SECTION 7:2 SPECIAL MEETING

Special meetings may be called at any time by the Board President, by a majority of the executive committee, or by a request signed by a majority of Board of Directors or the full staffs. A special meeting shall have a specific agenda.

SECTION 7:3 PLACE

Meetings shall be held at any place that has been determined from time to time by resolution of the Board of Directors.

SECTION 7:4 NOTICES

Notice of the regular meetings shall be given at least fifteen (15) days in advance of the meeting date. The notice shall specify the time, place, and date of the meeting. Notice of the special meetings shall be given at least five (5) days in advance of the meeting date.

SECTION 7:5 QUORUM

A quorum shall consist of one-half (1/2) of the Board of Directors currently holding office for all purposes of a meeting.

SECTION 7:6 VOTING

Each Board of Director shall have one vote at any meeting attended. Proxy voting will not be allowed. A Board member participating via a conference call or speakerphone is considered to be in attendance at a meeting.

SECTION 7:7 ATTENDANCE

Absence from three (3) consecutive regular meetings or absence from three out of five regular meetings shall result in the President placing on the agenda for the next regular meeting a vote on the absent Board member's removal.

SECTION 7:8 ANNUAL MEETING

The annual meeting of the Association shall be held at such place and date as may be determined by the Board of Directors and/ or the Executive Committee.

ARTICLE 8: ELECTION

SECTION 8:1 ELECTION OF THE OFFICERS

The officers of the Association will be elected every four (4) years by the members of the association by July 30th. If the election of the officers is not held at such meeting, such election will be held thereafter as is convenient. Each officer will hold office until his/her successor is qualified and has been duly elected.

The President and Treasurer of the Association shall be elected by the members of the association. All other officers shall be appointed by the President.

SECTION 8:2 ELECTION OF THE BOARD

New board member(s) may be nominated by members of the Vue family, the President and/ or by the current Board. Such a nominee shall become a Board of Director member upon approval by majority (2/3) vote of the current Board of Directors.

SECTION 8:3 VOTING ELIGIBILITY

1. Eligibility to vote is determined by Membership pertaining to the 'Vue' clan as an individual by birth, marriage, or adoption. Specifically defined as:
 - Males whom carry the Vue clan surname by birth or adoption
 - Females whom carry the Vue clan surname by birth or adoption (Vue daughters) who's marital status is Single, Divorced, or Widowed.
 - Females whom carry the Vue clan surname through Marriage (Niam Tsev xeem Vwj)
2. Must be at least 18 years old on or before election day.
3. Permanent resident of the United States of America

SECTION 8:4 RECOUNT TIME OF DURATION / DISPUTE BALLOTS

Disputes must be submitted in writing to the Election Chair and to the Committee and resolved within 21-days of the Election.

Should a dispute of the Election arise after the 21-day window, the dispute becomes void.

SECTION 8:5 RECORD RETENTION & DESTRUCTION OF ELECTION RECORDS

Retain all election records for at least four years, up until the next Presidential Election cycle. Destruction shall be authorized by all members of the VNA Executive Board.

The policy exists to safeguard the history, integrity, confidentiality and privacy of voter information and records.

Should the records need to be reviewed, Authorization to view such, shall be given to five (5): President, Vice President, Executive Secretary, and Election Chair/Co-Chair, and 1 member of the Election Steering Committee.

ARTICLE 9: FINANCIAL

SECTION 9:1 GENERAL FUNDS

All contributions such as grants, donations, gifts or any charitable funds and assets coming into the possession of the Association shall promptly be forwarded to the Treasurer for deposit and record on behalf of the Association.

SECTION 9:2 CHECKS, DRAFTS & OTHER ORDERS

All checks and drafts as well as other orders for the payment of money issued in the name of the Association may be signed by the Treasurer or other Officers in such manner as shall from time to time be determined by the Board of Directors.

SECTION 9:3 FINANCIAL REPORTING

The Treasurer shall prepare a financial report on a quarterly basis for the quarterly Board meeting and may inquire for other purposes as needed.

The Board of Directors shall approve an annual budget for the Association, following by the close of each fiscal year, and also prepare an annual report summarizing the activities of the Association for such year, comparing the actual results of the Association to the budget, and may include audited financial statements if available. An annual financial report along with the Association summarize report shall be sent to the Board of Directors, Local Chapters and distribute to all members of the Association.

SECTION 9:4 FINANCIAL RESPONSIBILITIES

The Association shall not be financially responsible for the conduct of any Chapter of the Association. No Chapter shall have authority to pledge the credit of the Association without the approval from the Board of Directors and special written authorization by the President of the Association.

SECTION 9:5 MANDATORY MINIMUM BALANCE AT END OF EACH TERM

The Association shall leave a mandatory minimum bank balance at the end of each Presidential term of \$8,000.00.

ARTICLE 10: INDEMNIFICATION

Every member of the Board of Directors and Officers of the Association may be indemnified by the Association of all expenses and liabilities including counseling fees, reasonably incurred or imposed upon such members of the Board, officer in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of his/her being or having been a member of the Board and officer or employee of the Association, or any settlement thereof: unless adjudged therein to be liable for negligence or misconduct in the performance of his /her duties. Provided, however, that in the event of a settlement the

indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such a member of the Board, officer and employee is entitled.

ARTICLE 11: ORGANIZATIONAL CONFLICT OF INTEREST (O.C.I.)

SECTION 11:1 CONFLICT OF INTEREST POLICY

It is the Policy of the Association to avoid all conflicts of the interest by any members of the Staff, Officers and Board of Directors, consultant or other individual who provides services to the Association. All Board of Directors and Officers are required to sign a Conflict of Interest Disclosure Agreement at the beginning of each year they serve on the Board.

SECTION 11:2 DEFINATION OF ORGANIZATIONAL CONFLICT OF INTEREST

A conflict of interest is a situation in which financial or other personal considerations have the potential to compromise or bias professional judgment and objectivity.

Any activities or relationships with other entities, interest, commitment, or obligation that may adversely affect or be in conflict with the services the Association performs. Otherwise, unable to render impartial assistance or advice, cannot perform duties in an objective way, or has unfair competitive advantage.

SECTION 11:3 DISCLOSURE OF CONFLICT OF INTEREST

Any situation that may give the appearance of a conflict of interest, even though no actual conflict of interest exists, shall be disclosed to the Board of Directors in writing as soon as practicable after the conflict or appearance of the conflict becomes known. The Board of Directors act without the vote of any Board Director who may have a conflict of interest with respect to the matter under consideration, shall determine the optimum course for eliminating the conflict of interest.

ARTICLE 12: FISCAL YEAR

SECTION 12:1 The Fiscal Year of the Vue National Association, Inc. is from January 1st to December 31st of a given year.

ARTICLE 13: MISCELLANEOUS PROVISIONS

SECTION 13:1 BOOKS AND RECORDS

The Association shall keep correct and complete books, records of accounts and minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Association may be kept on file at least 4 years and may be inspected by any Board members, or agent or attorney, for any proper purpose at any reasonable time.

SECTION 13:2 CONTRACTS AND OTHER INSTRUMENTS

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Officers and Board of Directors may designate and authorize, may sign all deeds and other contracts of the Association.

SECTION 13:3 RULES OF ORDER

The presiding Officer shall prescribe the order of business at all meetings of the Association. The revised Robert's Rules shall govern all meetings of the Association on any point not covered in these Bylaws or Policies of the Associations.

SECTION 13:4 THE USE OF THE ASSOCIATION NAME

The Board of Directors shall prescribe regulations governing the use of the name Vue National Association, Inc., its initials and the trademarks of the Association, and all Chapters and Members of the Association shall adhere to such rules and regulations.

ARTICLE 14: DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the Principal Office of the Association is then located exclusively to such organization(s) as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 15: AMENDMENTS

The Articles of Incorporation and Bylaws may be amended by the resolution of the Board of Directors adopted by an affirmative vote of a two-thirds (2/3) majority of the Board members, in office at any duly convened annual, regular or special meeting of the Board of Directors.

ARTICLE 16: VUE FAMILY REUNION REQUIREMENT OF VNA

SECTION 16:1 PRESIDENT REQUIREMENT TO HOST A NATIONAL VUE FAMILY REUNION EVERY 4 YEARS

The VNA President is required to host a National Vue Family Reunion within their term (every 4 years, per each VNA Presidential Term). The President and his/her administration shall take full responsibility to plan logistics and operations for the reunion.

CLAUSE 1: FAMILY TRAGEDY

Voted & Approved by VNA Board on September 24, 2017: Continue support of \$300 monetary gift for death grievance.

National Tragedy-Grievance is added as a Guideline/Clause for consistency of the organization.

Conditions:

- 1) National Tragedy-Grievance only applies to: Current President & Vice-President, current VNA Board, current State Reps, and former President's & Vice-President's.

Note: this also includes spouses

- 2) No-Longer provide support to former VNA board members and/or former state reps.

Provisional Note: VNA Executive Board will review on a case-by-case basis to determine if support will be granted towards any former board & state reps. Eligibility will be measured upon their past impact & influential involvement in VNA.

ARTICLE 17: SIGNATURE(S) PAGES

Adam Zoov Looj Vue
VNA Board President

Date **December 7, 2019**

Mena Xiong Vue
VNA Executive Secretary

Date **December 7, 2019**